

40 North Central Avenue
Phoenix, Arizona 85004-4429
Facsimile (602) 262-5747
Telephone (602) 262-5311

Randolph J. Haines-State Bar No. 005440
Email address: rjh@lrlaw.com

AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.
1900 Pennzoil Place – South Tower
711 Louisiana
Houston, Texas 77002
Telephone (713) 220-5800
Facsimile (713) 236-0822

H. Rey Stroube, III-Texas State Bar No. 19422000
S. Margie Venus- Texas State Bar No. 20545900
Email address: efiler@akingump.com

Attorneys for Debtor BCE West, L.P., *et al.*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF ARIZONA**

In Re:)	Chapter 11
)	
BCE WEST, L.P., <i>et al.</i> ,)	Case Nos. 98-12547
)	through 98-12570 ECF CGC
Debtors.)	Jointly Administered
)	
EID # 38-3196719)	DEBTOR'S AMENDED AGENDA
)	
)	Date: September 24, 1999
)	Time: 10:00 am
)	Place: Courtroom 6, 10 th Floor, Phoenix
)	

On September 21, 1999, Debtors filed an Agenda for matters noticed for hearing on September 24, 1999. Subsequent to that filing pleadings have been filed and counsel for the Debtors was notified of objections to be filed. Consequently, the previous Agenda requires amendment.

A. Motions Not Having Any Objections

1. Motion for Authority to Retain Lazard Freres & Co. LLC as Investment Banker [DE 1162].

2. Motion for Authority to Compromise Controversy; Motion to Reject Nonresidential Real Property Lease; Motion to Withdraw Motion to Assume Nonresidential Real Property Lease [DE 1177].
3. Contingent Motion for Authority to Assume and Assign Nonresidential Real Property Lease (Store #1867) [DE 1175].
4. Seventh Motion to Reject Executory Contracts [DE 1176].
5. Motion for Authority to Compromise and Settle Controversy and Motion to Approve Purchase of Trademark from American Value Brands [DE 1178].
6. Second Interim Application of PricewaterhouseCoopers LLP, accountants to the Debtors, for Allowance of Compensation and Reimbursement of Expenses from February 1, 1999 through May 31, 1999, in the amount of \$892,672.50 for fees and \$24,764.77 for expenses [DE 1127]

B. Items Requiring Oral Argument and Supporting Testimony Due to Objection:

1. Emergency Motion for Expedited Consideration of Interim Order Extending Exclusive Periods for Debtors to File and Obtain Acceptances of Plans of Reorganization; Motion to Extend Exclusive Periods for Debtors to File and Obtain Acceptances of Plans of Reorganization [DE 1159]
2. Liftpak Services, L.C.'s Combined Motion (a) for Relief from Automatic Stay Pursuant to 11 U.S.C. §362 and Abandonment of Property Pursuant to 11 U.S.C. §554, (b) for Allowance and Immediate Payment of an Administrative Claim Pursuant to 11 U.S.C. §503, and (c) for Allowance and Immediate Payment of a Claim Pursuant to 11 U.S.C. §365 [DE 1105].
3. Third Motion to Extend Time to Assume or Reject Unexpired Leases of Nonresidential Real Property [DE 1156].
4. Motion to Approve 5th Amendment to Debtor in Possession Credit Agreement [DE 1192, Interim Order Approving 5th Amendment and setting hearing for 9/24/99 DE 1201].
5. Joint Motion Pursuant to Bankruptcy Code § 363(f)(4) for Determination that Property May be Sold Free and Clear of Riverview's Unrecorded Use Restriction [Adv. 99-00496 DE # 5].

C. Items Rescheduled to Next Hearing Date:

1. Debtors' Motion for Order Authorizing Assumption of Supply Agreement with Coca-Cola U.S.A. [DE 39].
2. Motion to Assume Indemnification Agreements [DE 16].
3. Debtors' Motion to Determine Adequate Assurances of Payment of Utilities Required Under 11 U.S.C. § 366 [DE 53]. This motion is continued only with respect to the objection filed by GTE Telephone Operations [DE 139, 158].
4. Debtors' Motion for Order Authorizing Assumption of Lease of Nonresidential Real Property (Store No.1127) [DE 867].
5. Fifth Motion for Authority to Assume Non-Residential Real Property Leases, as Amended [DE 905]. This motion is continued only with respect to store number 560.
6. Sixth Motion for Authority to Assume Non-Residential Real Property, as Amended [DE 969].
7. Seventh Motion for Authority to Assume Non-Residential Real Property Lease, As Amended [DE 1174].

D. The list of witnesses and method of testimony included herein assumes that no other objections are filed and no adverse witnesses are proposed.

E. A status conference will be held pursuant to 11 U.S.C. §105(d).

DATED this 23rd day of September, 1999.

By: /s/ H. Rey Stroube, III
One of their Attorneys

AKIN, GUMP, STRAUSS, HAUER &
FELD, L.L.P.
H. Rey Stroube, III
S. Margie Venus
1900 Pennzoil Place – South Tower
711 Louisiana
Houston, Texas 77002
(713) 220-5800
(713) 236-0822 (fax)
E-mail: efiler@akingump.com

- and -

LEWIS AND ROCA LLP
Randolph J. Haines
40 North Central Avenue
Phoenix, Arizona 85004-4429
(602) 262-5311
(602) 262-5747 (fax)
E-mail: rjh@lrlaw.com

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on September 23, 1999, the foregoing document was served by e-mail on all parties on the Master Service List #12 dated August 26, 1999 who have provided email addresses.

/s/ Marilyn Schoenike